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WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

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RECORDATION NO. 200.2

APR 19 1996 10:11 AM

INTERSTATE COMMERCE COMMISSION

April 18, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 200.2 - A

APR 19 1996 10:11 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Memorandum of Security Agreement, dated as of April 19, 1996, a primary document as defined in the Commission's Rules for the Recordation of Documents and two (2) copies of an Assignment of Lease and Rents, dated as of April 19, 1996, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Debtor/Assignor: ATEL Cash Distribution Fund VI, L.P.  
235 Pine Street, 6th Floor  
San Francisco, California 94104

Secured Party/Assignee: Aid Association for Lutherans  
4321 North Ballard Road  
Appleton, Wisconsin 54919-0001

A description of the railroad equipment covered by the enclosed documents is:

Sixty-three (63) diesel electric locomotives CR 6441 through CR 6503, inclusive.

Mr. Vernon A. Williams  
April 18, 1996  
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The Lease referred to in the Assignment of Lease and Rents was previously filed with the Commission under Recordation Number 19623. Please cross-index the Assignment under that Recordation Number.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written over a horizontal line.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

4/19/96

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW, Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/19/96 at 10:20AM, and assigned recordation number(s). 20022 and 20022-A.

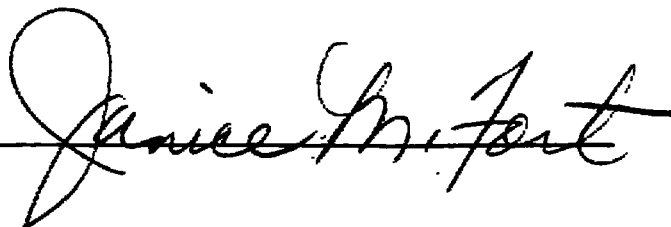
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDED BY 20022

## MEMORANDUM OF SECURITY AGREEMENT

APR 19 1996

On April 19, 1996, ATEL Cash Distribution Fund VI, L.P., a California limited partnership, with its chief place of business located at 235 Pine Street, 6th Floor, San Francisco, CA 94104 ("Debtor") and Aid Association for Lutherans, a fraternal benefit society organized under the laws of the State of Wisconsin, with its chief place of business located at 4321 North Ballard Road, Appleton, WI 54919-0001, Attn: Investment Department ("Secured Party") entered into a Security Agreement (the "Security Agreement");

WHEREBY Debtor granted to Secured Party a security interest in and general lien and mortgage upon the Lease (as defined below) and on the equipment identified on Exhibit A hereto (the "Equipment") and leased under the Lease by Debtor as Lessor to Consolidated Rail Corporation, a Pennsylvania Corporation ("Lessee") pursuant to that certain Railroad Equipment Lease dated as of September 29, 1995, between Debtor, including all riders, schedules, exhibits and amendments thereto (collectively the "Lease").

NOW THEREFORE, Debtor hereby grants a security interest in, and general mortgage upon, the Lease and the Equipment on the terms and conditions set forth in the Security Agreement as if such terms and conditions were fully set forth herein.

Effective as of April 19, 1996.

Secured Party:

Aid Association For Lutherans

By: Alan D. OnstadName: Alan D. OnstadTitle: Assistant Vice President-SecuritiesDebtor:

ATEL Cash Distribution Fund VI, L.P.

by: ATEL Financial Corporation,  
its General PartnerBy: Dean CashName: Dean CashTitle: Vice President

STATE OF Wisconsin )  
COUNTY OF Outagamie ) ss

April 17, 1996

On April 17, 1996 before me, the undersigned ~~notary~~  
personally appeared Alan D. Onstad,  
[personally known to me] ~~proved to me on the~~  
~~basis of satisfactory evidence~~ to be the  
person ~~(s)~~ whose name ~~(s)~~ is subscribed to this  
instrument and acknowledged to me that  
he executed the same on such day in his  
authorized capacity ~~(ies)~~, and that by his  
signature ~~(s)~~ on the instrument the person ~~(s)~~,  
or the entity upon behalf of which the  
person ~~(s)~~ acted, executed the instrument.

WITNESS my hand and official seal

Janet A. Sklar  
Notary Public State of Wisconsin  
My Commission expires 9/13/1998

(Notarial Seal)

JFGAL COMRAIL MEMO SECALIS

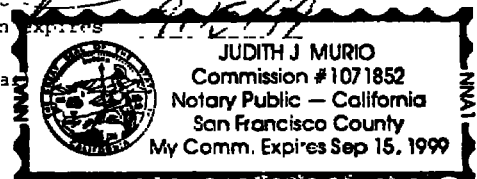
STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO ) ss

On April 16, 1996 before me, the undersigned  
officer, personally appeared Dean Cash,  
[personally known to me] [proved to me on the  
basis of satisfactory evidence] to be the  
person(s) whose name is subscribed to this  
instrument and acknowledged to me that he  
executed the same on such day in his  
authorized capacity(ies), and that by his  
signature(s) on the instrument the person(s),  
or the entity upon behalf of which the  
person(s) acted, executed the instrument

WITNESS my hand and official seal

Judith J. Murio  
Notary Public  
My Commission expires 11/15/97

(Notarial Seal)



**EXHIBIT A**

**DESCRIPTION OF EQUIPMENT**

<b>Type</b>	<b>Builder</b>	<b>Quantity</b>	<b>Lessee's Identification Numbers (Inclusive)</b>
3000 H.P. Model SD40-2 Diesel Electric Locomotives	General Motors Corporation (Electro- Motive Division)	63	CR 6441-CR 6503